

BETH C. DRAIN, CA CSR NO. 7152

BEFORE THE
GOVERNANCE SUBCOMMITTEE OF THE
INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE
TO THE
CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE
ORGANIZED PURSUANT TO THE
CALIFORNIA STEM CELL RESEARCH AND CURES ACT
REGULAR MEETING

LOCATION: VIA ZOOM

DATE: OCTOBER 6, 2021
3 P.M.

REPORTER: BETH C. DRAIN, CA CSR
CSR. NO. 7152

FILE NO.: 2021-20

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8. PUBLIC COMMENT.	NONE
9. ADJOURNMENT.	25

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OCTOBER 6, 2021; 3 P.M.

CHAIRPERSON GASSON: LET'S CALL THE MEETING TO ORDER. MARIA, WOULD YOU TAKE THE ROLL CALL PLEASE.

MS. BONNEVILLE: DAN BERNAL. GEORGE BLUMENTHAL.

DR. BLUMENTHAL: HERE.

MS. BONNEVILLE: LINDA BOXER.

DR. BOXER: PRESENT.

MS. BONNEVILLE: JIM KOVACH.

DR. KOVACH: PRESENT.

MS. BONNEVILLE: ELENA FLOWERS. JUDY GASSON.

CHAIRPERSON GASSON: HERE.

MS. BONNEVILLE: STEVE JUELSGAARD.

MR. JUELSGAARD: HERE.

MS. BONNEVILLE: LINDA MALKAS. ADRIANA PADILLA. JONATHAN THOMAS.

CHAIRMAN THOMAS: HERE.

MS. BONNEVILLE: ART TORRES.

MR. TORRES: HERE.

MS. BONNEVILLE: KRISTINA VUORI.

DR. VUORI: HERE.

MS. BONNEVILLE: WE HAVE A QUORUM.

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1 CHAIRPERSON GASSON: TERRIFIC. SO MARIA
2 WAS KIND ENOUGH WITH JAMES TO SEND THE DOCUMENTS
3 THAT WE'RE GOING TO BE REFERRING TO TODAY LAST
4 FRIDAY. BUT BEFORE WE START ON THIS, I WANTED TO
5 HAVE A LITTLE CONTEXT FOR THIS MEETING OF THE
6 GOVERNANCE COMMITTEE. FIRST THING I WOULD SAY IS
7 THAT THE EVALUATION SUBCOMMITTEE HAS GONE AWAY AND
8 HAS COME INTO THE GOVERNANCE COMMITTEE WHERE IT
9 RIGHTLY BELONGS BASICALLY.

10 SO AT THE END OF 2022, WE WILL BE LOSING
11 J.T. AND ART AS CHAIR AND VICE CHAIR. NO, NOT YET.
12 AND SO IT WILL BE THE RESPONSIBILITY OF THIS
13 COMMITTEE STARTING PROBABLY IN THE SPRING OR AFTER
14 THE FIRST OF THE YEAR TO SET IN MOTION A PROCESS TO
15 MOVE AHEAD TO IDENTIFY THE NEW CHAIR AND THE NEW
16 VICE CHAIR.

17 SO IN THIS MEETING IN OCTOBER AND IN THE
18 NOVEMBER MEETING, WE'RE GOING TO COVER A NUMBER OF
19 THINGS THAT WERE BROUGHT ABOUT FIRST BY THE PASSAGE
20 OF PROP 14, WHICH CHANGES SOME OF THE DOCUMENTS, AND
21 WE'LL BE WALKING YOU THROUGH THAT. AND ALSO WE NEED
22 TO CARRY OUT OUR SELF-EVALUATION AS OUTLINED IN THE
23 GOVERNANCE DOCUMENTS THAT YOU'VE ALREADY REVIEWED.
24 SO WE'RE GOING TO REVIEW THE DRAFT SELF-EVALUATION
25 FORMS TODAY. WE'LL REVIEW THE PROCESS, WE'LL REVIEW

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1 THE FORMS. IF EVERYBODY IS IN AGREEMENT, WE WILL
2 GIVE THEM TO ART AND J.T. TO FILL OUT. IN THE
3 NOVEMBER MEETING OF OUR COMMITTEE, WE WILL GO OVER
4 THOSE SELF-EVALUATIONS AND WE WILL HAVE A MEETING
5 WITH ART AND J.T. AND THEN WE WILL MAKE A
6 RECOMMENDATION TO THE BOARD.

7 WE THOUGHT WE MIGHT HAVE THE COMPENSATION
8 SURVEY BY NOW, BUT WE DON'T. SO WHEN THE
9 COMPENSATION SURVEY COMES IN, WE WILL ALSO MAKE A
10 RECOMMENDATION REGARDING COMPENSATION. WE JUST
11 DON'T HAVE THOSE DATA RIGHT THIS MINUTE. SO WE'RE
12 GOING TO GET ALL OF THIS FINISHED BEFORE THE END OF
13 THE YEAR, AND THEN AFTER THE FIRST OF THE YEAR WE
14 CAN INITIATE A PROCESS FOR THE NEW LEADERSHIP.

15 SO IF THERE'S NO QUESTIONS OR COMMENTS, I
16 THINK WE CAN GO RIGHT INTO THE FIRST DOCUMENT OF THE
17 MISSION STATEMENT AND THE EVALUATION PROCESS.

18 MS. BONNEVILLE: DOUG, CAN YOU PUT THAT UP
19 ON THE SCREEN PLEASE.

20 SO THE MISSION STATEMENT WAS REVIEWED AND
21 REVISED TO TAKE INTO ACCOUNT A COUPLE OF THINGS.
22 ONE, THE EVALUATION OF THE CHAIR, VICE CHAIR, AND
23 PRESIDENT. ALSO TO INCORPORATE RECOMMENDING A
24 COMPENSATION POLICY FOR PATIENT ADVOCATES, WHICH WE
25 WILL BE DISCUSSING LATER IN THE MEETING, AND ALSO

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1 OUTLINED THE EVALUATION PROCESS SPECIFICALLY FOR
2 CHAIR, VICE CHAIR, AND CEO/PRESIDENT. SO I HOPE ALL
3 OF YOU HAD AN OPPORTUNITY TO TAKE A LOOK AT THE
4 MISSION STATEMENT AND ALSO THE EVALUATION.

5 CHAIRPERSON GASSON: AND I WOULD JUST ADD
6 TO THAT THAT THESE HAVE BEEN EXTENSIVELY REVIEWED BY
7 MY CO-CHAIR KRISTINA, BY MYSELF, BY THE CIRM STAFF,
8 AND AS WELL AS BY COUNSEL JAMES, WHO IS ON THE CALL
9 TODAY.

10 DOES ANYONE HAVE ANY QUESTIONS OR COMMENTS
11 OR CHANGES TO THIS FAIRLY SHORT AND STRAIGHTFORWARD
12 DOCUMENT?

13 MR. JUELSGAARD: YES, I DO, JUDY.

14 CHAIRPERSON GASSON: OKAY. STEVE.

15 DR. JUELSGAARD: SO IN SEVERAL PLACES,
16 JUST START WITH THE BOLDED HEADLINE, "EVALUATION
17 PROCESS FOR CHAIR, VICE CHAIR, CEO/PRESIDENT."
18 YOU'LL SEE RIGHT AWAY IN NO. 1 THAT IT'S IS VICE
19 CHAIR WITH AN "S" AND APOSTROPHE BEHIND IT. NOW, IN
20 THE GOVERNANCE DOCUMENT WHICH WE'LL COME TO DOWN THE
21 ROAD, I THINK IT'S LIKE THE FIFTH DOCUMENT OR
22 SOMETHING, WE'VE ELIMINATED VICE CHAIRS. WE HAVE
23 ONLY ONE VICE CHAIR AS I UNDERSTAND IT AS A MATTER
24 OF INTERNAL GOVERNANCE. SO THIS DOCUMENT ACTUALLY
25 JUST NEEDS TO BE CLEANED UP A LITTLE BIT TO

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1 ELIMINATE THE "S" THAT OCCURS IN SEVERAL OF THESE
2 DIFFERENT PROVISIONS.

3 CHAIRPERSON GASSON: IN THE COPY THAT I'M
4 LOOKING AT, THOSE "SES" ARE STRUCK OUT. DID THAT
5 NOT MAKE IT INTO -- OH, YOU'RE RIGHT. IT'S STILL
6 THERE. IN THE ONE LOOKING AT THEY ARE --

7 MS. BONNEVILLE: I WILL MAKE THOSE
8 CHANGES.

9 MR. JUELSGAARD: THANK YOU.

10 CHAIRPERSON GASSON: THANK YOU, STEVE. I
11 THINK KRISTINA ORIGINALLY PICKED UP ON THAT AS WELL.

12 DR. VUORI: THAT'S CORRECT.

13 CHAIRPERSON GASSON: OKAY. SO WE'LL CLEAN
14 THAT UP. AND ARE THERE ANY OTHER QUESTIONS,
15 COMMENTS, OR CHANGES THAT ANYBODY WANTS TO
16 RECOMMEND?

17 HEARING NONE, AS J.T. WOULD SAY, WE
18 DECIDED THAT IT WOULD BE A GOOD IDEA TO HAVE A VOTE
19 ON EACH OF THESE AS WE GO THROUGH IT RATHER THAN
20 TRYING TO DO THEM ALTOGETHER AT THE END. AND SO CAN
21 WE DO A VOICE VOTE, MARIA? NO, WE CANNOT. OKAY.
22 MARIA IS SHAKING HER HEAD.

23 MS. BONNEVILLE: NO, WE CANNOT.

24 CHAIRPERSON GASSON: MAY I HAVE A MOTION
25 TO APPROVE THE GOVERNANCE SUBCOMMITTEE MISSION

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1 STATEMENT AND EVALUATION PROCESS DOCUMENT BEFORE US?

2 DR. BLUMENTHAL: SO MOVED.

3 CHAIRPERSON GASSON: MAY I HAVE A SECOND
4 PLEASE?

5 CHAIRMAN THOMAS: SECOND.

6 CHAIRPERSON GASSON: ARE THERE ANY
7 COMMENTS BEFORE MARIA CALLS THE ROLL? HEARING NONE,
8 AS J.T. WOULD SAY, MARIA, WOULD YOU CALL THE ROLL.

9 MS. BONNEVILLE: THANK YOU.

10 DAN BERNAL.

11 MR. BERNAL: AYE.

12 MS. BONNEVILLE: GEORGE BLUMENTHAL.

13 DR. BLUMENTHAL: YES.

14 MS. BONNEVILLE: LINDA BOXER.

15 DR. BOXER: YES.

16 MS. BONNEVILLE: JIM KOVACH.

17 DR. KOVACH: AYE.

18 MS. BONNEVILLE: JUDY GASSON.

19 CHAIRPERSON GASSON: YES.

20 MS. BONNEVILLE: STEVE JUELSGAARD.

21 MR. JUELSGAARD: YES.

22 MS. BONNEVILLE: JONATHAN THOMAS.

23 CHAIRMAN THOMAS: YES.

24 MS. BONNEVILLE: ART TORRES.

25 MR. TORRES: ABSTAIN.

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1 MS. BONNEVILLE: KRISTINA VUORI.

2 DR. VUORI: YES.

3 MS. BONNEVILLE: THANK YOU. THE MOTION
4 CARRIES.

5 CHAIRPERSON GASSON: OKAY. SO WE WILL
6 TAKE THIS TO THE BOARD WITH UNANIMOUS APPROVAL FROM
7 THE SUBCOMMITTEE.

8 THE NEXT DOCUMENT IS THE SELF-ASSESSMENT
9 FOR THE CHAIR OF THE GOVERNING BOARD OF THE
10 CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE,
11 JONATHAN THOMAS. I EXTRACTED THESE QUESTIONS FROM
12 THE GOVERNANCE DOCUMENT THAT OUTLAYS IN RATHER GREAT
13 DEAL THE RESPONSIBILITIES AND ROLES OF THE CHAIR.
14 AND DOES ANYONE HAVE ANY ADDITIONS, SUBTRACTIONS,
15 COMMENTS, OBJECTIONS?

16 MR. TORRES: I WILL RECUSE MYSELF FROM
17 VOTING ON THE VICE CHAIR ASSESSMENT.

18 CHAIRPERSON GASSON: OKAY. OKAY. HEARING
19 NONE, ON THE SELF-ASSESSMENT FOR THE CHAIR AND THE
20 VICE CHAIR OF THE GOVERNING BOARD OF CIRM, COULD I
21 PLEASE REQUEST A MOTION TO APPROVE THE DRAFTS IN
22 FRONT OF US?

23 MR. JUELSGAARD: I'LL MOVE TO APPROVE THE
24 DRAFTS.

25 CHAIRPERSON GASSON: SECOND PLEASE.

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MR. BERNAL: SECOND.

CHAIRPERSON GASSON: THANK YOU VERY MUCH.
MARIA, WOULD YOU CALL THE ROLL PLEASE.

MS. BONNEVILLE: DAN BERNAL.

MR. BERNAL: AYE.

MS. BONNEVILLE: GEORGE BLUMENTHAL.

DR. BLUMENTHAL: YES.

MS. BONNEVILLE: LINDA BOXER.

DR. BOXER: YES.

MS. BONNEVILLE: JUDY GASSON.

CHAIRPERSON GASSON: YES.

MS. BONNEVILLE: STEVE JUELSGAARD.

MR. JUELSGAARD: YES.

MS. BONNEVILLE: KRISTINA VUORI.

DR. VUORI: YES.

MS. BONNEVILLE: THANK YOU.

CHAIRPERSON GASSON: IT'S BECOMING CLEAR
TO ME THAT 90 MINUTES WILL BE MORE THAN ENOUGH FOR
THE AGENDA TODAY.

MS. BONNEVILLE: YOU JUST JINXED US.

MR. TORRES: IT'S YOUR STERLING
CHAIRPERSON-SHIP.

CHAIRPERSON GASSON: THE NEXT DOCUMENT IS
THE INTERNAL GOVERNANCE POLICY WHICH, AS I MENTIONED
PREVIOUSLY, HAS BEEN UPDATED TO CONFORM WITH CHANGES

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1 IN PROP 14 THAT WERE NOT IN THE ORIGINAL PROP 71.

2 MS. BONNEVILLE: DOUG, CAN YOU PUT UP THE
3 PRESENTATION. NOT THE ACTUAL DOCUMENT, BUT THE
4 PRESENTATION. WE HAVE A POWERPOINTBOARD.

5 JUDY, IF IT'S OKAY WITH YOU, I WAS GOING
6 TO START WITH THE BOARD BYLAWS AND GO THAT DIRECTION
7 AND TAKE IT A LITTLE BIT OUT OF ORDER.

8 CHAIRPERSON GASSON: THAT WOULD BE GREAT.

9 MS. BONNEVILLE: IF THAT'S ALL RIGHT WITH
10 YOU. OKAY GREAT. THANK YOU.

11 SO HELLO, MEMBERS OF THE GOVERNANCE
12 SUBCOMMITTEE. IF WE COULD HAVE THE FIRST SLIDE.

13 SO WITH THE PASSAGE OF PROP 14 CAME THE
14 NEED TO UPDATE THE FOLLOWING POLICIES: INTERNAL
15 GOVERNANCE POLICY, BOARD BYLAWS, AND BOARD CODE OF
16 CONDUCT. I'LL BE GOING THROUGH EACH ONE. WE'RE
17 GOING TO START WITH THE BOARD BYLAWS. NEXT SLIDE
18 PLEASE.

19 SO THE BYLAWS WERE AMENDED TO REFLECT
20 CHANGES MADE BY PROP 14 INCLUDING THE APPOINTMENT OF
21 SIX NEW BOARD MEMBERS. AS YOU WILL RECALL, THE
22 BOARD GREW IN SIZE TO 35. THE CREATION OF THE
23 ACCESSIBILITY AND AFFORDABILITY WORKING GROUP, THE
24 EXACT LANGUAGE FROM THE PROPOSITION DESCRIBING THE
25 GROUP AND ITS MEMBERSHIP WAS ADDED. AND IT REQUIRES

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1 THE BOARD REVIEW OF THE CONFLICT POLICIES EVERY FOUR
2 YEARS. SO THAT WAS ALSO ADDED.

3 OTHER CHANGES INCLUDE IT REMOVES THE
4 REQUIREMENT THAT BOARD MEMBERS LEAVE THE ROOM IN
5 LIGHT OF REMOTE MEETINGS. IT ELIMINATES THE
6 LEGISLATIVE SUBCOMMITTEE. ALL LEGISLATURE ISSUES
7 FOR CONSIDERATION WILL GO DIRECTLY TO THE BOARD FOR
8 A VOTE. AND VERY KEY HERE IS THE MECHANISM FOR
9 PATIENT ADVOCATE AND NURSE MEMBER COMPENSATION. AND
10 THE INTERNAL TEAM, AS JUDY MENTIONED, WILL BE
11 BRINGING BACK A PROPOSAL FOR THIS TO THE GOVERNANCE
12 SUBCOMMITTEE IN THE NEXT COUPLE OF MONTHS.

13 ARE THERE ANY QUESTIONS ON THE BOARD
14 BYLAWS? JUDY, DO YOU WANT TO TAKE A VOTE ON THIS
15 INDIVIDUALLY?

16 CHAIRPERSON GASSON: YES. LET'S DO THAT.

17 MR. HARRISON: MARIA, I ASSUME WE STILL
18 HAVE NO MEMBERS OF THE PUBLIC PRESENT?

19 MS. BONNEVILLE: I DO NOT SEE ANY MEMBERS
20 OF THE PUBLIC PRESENT.

21 CHAIRPERSON GASSON: THANK YOU, MARIA.

22 MAY I REQUEST A MOTION TO APPROVE THE
23 PROPOSED AMENDMENTS TO THE BOARD BYLAWS?

24 DR. BLUMENTHAL: MOVE TO APPROVE.

25 CHAIRPERSON GASSON: SECOND PLEASE.

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MR. TORRES: SECOND.

CHAIRPERSON GASSON: THANK YOU VERY MUCH.
MARIA, WOULD YOU CALL THE ROLL PLEASE.

MS. BONNEVILLE: DAN BERNAL. GEORGE
BLUMENTHAL.

DR. BLUMENTHAL: YES.

MS. BONNEVILLE: LINDA BOXER.

DR. BOXER: YES.

MS. BONNEVILLE: JIM KOVACH.

DR. KOVACH: YES.

MS. BONNEVILLE: JUDY GASSON.

CHAIRPERSON GASSON: YES.

MS. BONNEVILLE: STEVE JUELSGAARD.

MR. JUELSGAARD: YES.

MS. BONNEVILLE: JONATHAN THOMAS.

CHAIRMAN THOMAS: YES.

MS. BONNEVILLE: ART TORRES.

MR. TORRES: AYE.

MS. BONNEVILLE: KRISTINA VUORI.

DR. VUORI: YES.

MS. BONNEVILLE: THANK YOU.

CHAIRPERSON GASSON: MOTION CARRIES
UNANIMOUSLY, AND WE WILL PRESENT THIS TO THE BOARD
AT THE UPCOMING BOARD MEETING.

MARIA, CONTINUE PLEASE.

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1 MS. BONNEVILLE: NEXT SLIDE PLEASE.
2 PROPOSED AMENDMENTS TO THE INTERNAL GOVERNANCE
3 POLICY. AGAIN, IT WAS AMENDED TO UPDATE THE
4 INTERNAL GOVERNANCE POLICY WITH THE LANGUAGE FROM
5 PROPOSITION 14. IT OUTLINES THE ROLES OF THE CHAIR,
6 VICE CHAIR, AND CEO/PRESIDENT AS DESCRIBED IN THE
7 PROPOSITION. PROVIDES FOR THE LEGISLATURE ISSUES TO
8 BE BROUGHT DIRECTLY TO THE BOARD. AGAIN, THE
9 ELIMINATION OF THE LEGISLATIVE SUBCOMMITTEE. ADDS
10 LANGUAGE FOR ACCESSIBILITY AND AFFORDABILITY WORKING
11 GROUP, AND IT ESTABLISHES THE REPORTING STRUCTURE
12 FOR THE CIRM TEAM, THE ORG CHART.

13 CHAIRPERSON GASSON: THANK YOU VERY MUCH,
14 MARIA. ARE THERE COMMENTS, QUESTIONS, CONCERNS
15 ABOUT THESE CHANGES?

16 MR. TORRES: MOVE TO ACCEPT.

17 MS. BONNEVILLE: STEVE HAS A QUESTION.

18 DR. JUELSGAARD: YES, I DO. SO THE LAST
19 POINT ABOUT THE ORGANIZATION CHART. SO THE ACCESS
20 AND AFFORDABILITY GROUP THAT'S GOING TO BE ADDED TO
21 THE CIRM TEAM, I TAKE IT THAT'S NOT IN PROCESS YET.
22 IT DOESN'T APPEAR ON THE ORGANIZATIONAL CHART. IS
23 THAT TO BE ADDED LATER, OR WHAT IS THE STORY THERE?

24 MS. BONNEVILLE: STEVE, THAT IS THE
25 MEDICAL AFFAIRS DIRECTOR, THAT'S WHERE THAT GROUP

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1 WOULD BE LIVING, WOULD BE UNDER THAT SPECIFIC
2 REPORTING STRUCTURE.

3 MR. JUELSGAARD: THEY'RE GOING TO BE
4 REPORTING TO MEDICAL AFFAIRS AND THEY'RE NOT GOING
5 TO HAVE A STANDALONE HEAD OF THAT GROUP?

6 MS. BONNEVILLE: SO THE WORKING GROUP --
7 SO THE EXTERNAL GROUP OF WHICH THE BOARD MEMBERS --
8 SO INTERNAL TEAM, YES, THAT'S THE REPORTING
9 STRUCTURE. I BELIEVE MARIA MILAN IS ON THE LINE IF
10 SHE WOULD LIKE TO TALK ABOUT THAT SPECIFICALLY.

11 MR. JUELSGAARD: IT JUST SEEMS AN ODD FOR
12 WITH MEDICAL AFFAIRS TO BE HONES WITH YOU. IT'S A
13 COMPLETELY DIFFERENT AREA OF EXPERTISE. AND I WOULD
14 HAVE THOUGHT THAT IT WOULD HAVE HAD ITS OWN HEAD
15 REPORTING DIRECTLY TO THE PRESIDENT.

16 MS. BONNEVILLE: MARIA, DO YOU WANT TO
17 ANSWER?

18 DR. MILLAN: SURE. SO, STEVE, THAT IS A
19 GOOD QUESTION. MEDICAL AFFAIRS IS A CURRENT
20 POSITION THAT'S BEEN IN PLACE. WHAT WE PROPOSE TO
21 DO IS TAKE THAT POSITION AND EXPAND IT, AND IT WILL
22 BE PROBABLY A DIFFERENT NAME IN TERMS OF THE ACTUAL
23 TITLE OF THE SENIOR LEVEL OF THIS GROUP. I CAN
24 SEND, WHEN IT'S AVAILABLE, A DRAFT JOB DESCRIPTION,
25 BUT ESSENTIALLY THIS PERSON HEADING UP THIS GROUP

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1 WOULDNT' T JUST HEAD UP MEDICAL AFFAIRS. IT WOULD
2 HEAD UP POLICY AND WOULD HAVE EXPERTISE IN THE
3 TOPICS RELATED TO ACCESSIBILITY AND AFFORDABILITY,
4 ESSENTIALLY PARALLELING AND MIRRORING THE TYPE OF
5 EXPERTISE THAT RESIDES WITHIN THE ACCESSIBILITY AND
6 AFFORDABILITY WORKING GROUP SO THAT THIS TEAM WILL
7 BE THE PRIMARY TEAM, THOUGH NOT THE ONLY TEAM,
8 WITHIN CIRM THAT WOULD SUPPORT THE PRIORITIES AND
9 THE DIRECTION COMING FROM THE ACCESSIBILITY AND
10 AFFORDABILITY WORKING GROUP.

11 SO IT COULD BE SOMETHING LIKE HEALTHCARE
12 POLICY AND MEDICAL AFFAIRS OR SOMETHING LIKE THAT,
13 BUT THEY SEEM TO FIT TOGETHER BECAUSE THE MEDICAL
14 AFFAIRS TEAM IN A CLASSIC ORGANIZATION HANDLE BODIES
15 OF INFORMATION THAT RELATE TO PRODUCTS AND ADOPTION
16 AND COVERAGE. SO THAT WILL ONLY BE ONE OF THE KIND
17 OF THE TEAMS WITHIN -- THAT'S OVERSEEN BY THE HEAD
18 OF THE GROUP WOULD BE MEDICAL AFFAIRS, AND WE WOULD
19 ENVISION THAT THERE WOULD BE OTHER DEPARTMENTS OR
20 GROUPS WITHIN THAT TEAM RELATED TO HEALTHCARE
21 POLICY, COVERAGE, HEALTHCARE ECONOMICS, OTHER
22 EXPERTISE. I HOPE THAT IS RESPONSIVE TO YOUR
23 QUESTION.

24 MR. JUELSGAARD: WELL, OBVIOUSLY IT'S
25 YOURS TO MANAGE. I WOULD JUST SAY THAT ON THE

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1 COMMERCIAL SIDE THESE WOULD BE DIFFERENTIATED.
2 THERE WOULD BE MEDICAL AFFAIRS IS VERY DIFFERENT
3 FROM ISSUES REGARDING ACCESS AND AFFORDABILITY. SO
4 THEY WOULD HAVE A DIFFERENT REPORTING STRUCTURE.

5 DR. MILLAN: YEAH. I THINK THAT'S A GOOD
6 POINT. THAT IS A VERY GOOD POINT. I THINK THAT THE
7 DIFFERENCE IS THAT CIRM ITSELF DOES NOT HAVE
8 MARKETED PRODUCTS. SO WHAT HAPPENS IS MEDICAL
9 AFFAIRS, WHAT WE REALLY DO IS HELP TO KIND OF MANAGE
10 AND BE THE BRIDGE TO THE MEDICAL AFFAIRS OF THE
11 VARIOUS PROGRAMS THAT ARE IN OUR PORTFOLIO. SO
12 THOSE TYPE OF MATTERS ARE DEALT WITH BY THE
13 SPONSORS; HOWEVER, WE DO NEED A PARALLEL TEAM
14 IN-HOUSE TO KIND OF LOOK AT THE OVERALL BIG PICTURE
15 TO MAKE SURE THAT CIRM IS SUPPORTIVE AND ALIGNED
16 WITH THE NEEDS OF OUR ACADEMIC AND INDUSTRY
17 SPONSORS.

18 MR. JUELSGAARD: FAIR ENOUGH.

19 CHAIRMAN THOMAS: JUDY, CAN I JUST SAY A
20 WORD HERE?

21 CHAIRPERSON GASSON: YES, PLEASE, J.T.

22 CHAIRMAN THOMAS: SORT OF FOLLOWING
23 STEVE'S, ONE OF THE COMMENTS HE MADE WITH RESPECT TO
24 WHERE THE WORKING GROUP IS AT THE MOMENT. AS YOU
25 RECALL, IT INCLUDES SEVEN BOARD MEMBERS CHAIRED BY

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1 ART, TEN ADDITIONAL OUTSIDE PEOPLE WITH DIFFERENT
2 ELEMENTS OF EXPERTISE THAT THEY BRING TO THE TABLE,
3 AND THEN UP TO 15 MEMBERS OF THE INTERNAL CIRM TEAM.
4 WE'VE SPENT A GOOD CHUNK OF THIS YEAR IDENTIFYING
5 THESE TEN EXTERNAL PARTIES. AND BETWEEN ART AND
6 MARIA AND MYSELF, WE'VE BROUGHT, AS YOU'VE NOTED, TO
7 PREVIOUS BOARD MEETINGS FOR APPROVAL MEMBERSHIP IN
8 THAT GROUP OF TEN. WE HAD TWO OR THREE LEFT AFTER
9 THE LAST BOARD MEETING. THOSE HAVE NOW BEEN
10 IDENTIFIED AND AGREED TO COME ON BOARD AND WILL BE
11 BROUGHT TO THE OCTOBER 19TH BOARD MEETING FOR
12 APPROVAL.

13 SO FOLLOWING THAT, WE WILL HAVE HAD OUR
14 ENTIRE TEN APPOINTED TO GO WITH THE SEVEN NAMED
15 BOARD MEMBERS, AND ART WILL BE CONVENING THE FIRST
16 MEETING OF THE WORKING GROUP SOMETIME THEREAFTER.
17 SO JUST SORT OF AN FYI.

18 CHAIRPERSON GASSON: GREAT. THANKS, J.T.

19 MR. TORRES: HOPEFULLY BEFORE
20 THANKSGIVING.

21 CHAIRPERSON GASSON: TERRIFIC. ANY OTHER
22 MEMBERS OF THE SUBCOMMITTEE HAVE QUESTIONS OR
23 COMMENTS ON THE INTERNAL GOVERNING POLICY? IF NOT,
24 CAN WE PLEASE REPEAT THE MOTION?

25 MR. TORRES: SO MOVED.

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1 CHAIRPERSON GASSON: THANK YOU VERY MUCH,
2 ART. SECOND?

3 CHAIRMAN THOMAS: SECOND.

4 CHAIRPERSON GASSON: THANKS, J.T. MARIA,
5 COULD YOU CALL THE ROLL PLEASE.

6 MS. BONNEVILLE: DAN BERNAL. GEORGE
7 BLUMENTHAL.

8 DR. BLUMENTHAL: YES.

9 MS. BONNEVILLE: LINDA BOXER.

10 DR. BOXER: YES.

11 MS. BONNEVILLE: JIM KOVACH.

12 DR. KOVACH: YES.

13 MS. BONNEVILLE: JUDY GASSON.

14 CHAIRPERSON GASSON: YES.

15 MS. BONNEVILLE: STEVE JUELSGAARD.

16 MR. JUELSGAARD: YES.

17 MS. BONNEVILLE: LINDA MALKAS.

18 DR. MALKAS: YES.

19 MS. BONNEVILLE: JONATHAN THOMAS.

20 CHAIRMAN THOMAS: YES.

21 MS. BONNEVILLE: ART TORRES.

22 MR. TORRES: AYE.

23 MS. BONNEVILLE: KRISTINA VUORI.

24 DR. VUORI: YES.

25 MS. BONNEVILLE: MOTION CARRIES.

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1 CHAIRPERSON GASSON: ANOTHER UNANIMOUS
2 APPROVAL THAT WE WILL PRESENT TO THE BOARD ON
3 OCTOBER 19TH.

4 MS. BONNEVILLE: DOUG, CAN YOU ADVANCE THE
5 SLIDE.

6 CHAIRPERSON GASSON: YOU HAVE ONE MORE
7 SLIDE, I THINK.

8 MS. BONNEVILLE: YES. SO THE NEXT IS THE
9 BOARD CODE OF CONDUCT. ADDITIONS TO THE CODE OF
10 CONDUCT WERE MADE TO INCLUDE THE ABILITY TO SANCTION
11 IN SOME INSTANCES, RECOMMEND REMOVAL OF A BOARD
12 MEMBER. THE EXACT ADDITION READS: "THE BOARD SHALL
13 HAVE THE AUTHORITY TO SANCTION A MEMBER WHO IS FOUND
14 BY THE BOARD TO HAVE VIOLATED THIS CODE OF CONDUCT
15 OR ENGAGED IN ANY MISCONDUCT CONSTITUTING
16 HARASSMENT, DISCRIMINATION, OR RETALIATION.
17 SANCTIONS MAY BE IMPOSED ONLY BY MAJORITY VOTE OF
18 THE BOARD WITH THE EXCEPTION OF A RECOMMENDATION FOR
19 REMOVAL WHICH REQUIRES A VOTE 60 PERCENT OF A
20 QUORUM.

21 "THE TYPES OF SANCTIONS THAT MAY BE
22 IMPOSED ON A MEMBER ARE AS FOLLOWS: WRITTEN
23 CENSURE, REMOVAL, OR SUSPENSION FROM THE COMMITTEE
24 ASSIGNMENT, OR RECOMMENDATION FOR REMOVAL BY THE
25 APPOINTING AUTHORITY."

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1 MR. TORRES: QUESTION, IF I MAY, MADAM
2 CHAIR.

3 CHAIRPERSON GASSON: YES, PLEASE.

4 MR. TORRES: IN THE PAST, AS YOU WELL KNOW
5 BECAUSE YOU WERE PART OF THOSE DISCUSSIONS WITH ME,
6 WE HAD ONLY ONE SEVERE PROBLEM WITH A FORMER BOARD
7 MEMBER. UP TO NOW THE PROPOSITION 71 PROVIDED FOR
8 REMOVAL, BUT ONLY WITH A WRIT OF MANDATE FROM THE
9 ATTORNEY GENERAL. I THINK WE HAVE CHANGED THAT. IS
10 THAT CORRECT, JAMES?

11 MR. HARRISON: THAT'S RIGHT. ALTHOUGH THE
12 BOARD DOESN'T HAVE THE POWER TO REMOVE, IT CAN MAKE
13 THE RECOMMENDATION TO THE APPOINTING AUTHORITY THAT
14 A MEMBER BE REMOVED.

15 MR. TORRES: CORRECT. I JUST WANT TO MAKE
16 SURE THAT WHEN WE SAY IN ANY MISCONDUCT, HARASSMENT,
17 DISCRIMINATION, OR RETALIATION, WOULD THAT COVER THE
18 CONDUCT THAT WE WERE FACED WITH BEFORE?

19 MS. BONNEVILLE: I DON'T KNOW HOW TO
20 ANSWER THAT QUESTION. SO THAT WOULD BE UP TO OTHER
21 BOARD MEMBERS TO WEIGH IN ON.

22 MR. TORRES: I JUST WANT TO MAKE SURE THAT
23 WE'RE NOT LEAVING OUT PERSONAL CONDUCT THAT IS NOT
24 HARASSMENT, DISCRIMINATION, OR RETALIATION, BUT IT
25 VIEWED BY THE BOARD AS A PROBLEM.

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1 MS. BONNEVILLE: UNDERSTAND. I THINK THE
2 BOARD CODE OF CONDUCT, THIS WAS JUST THE ADDITION TO
3 IT.

4 MR. TORRES: OKAY. I'LL HAVE TO REREAD
5 IT.

6 MS. BONNEVILLE: WE CAN PUT IT UP IF YOU
7 WOULD LIKE, ART. THAT'S NOT A PROBLEM. DOUG, DO
8 YOU WANT TO PUT UP THE WHOLE BOARD CODE OF CONDUCT
9 PLEASE?

10 MR. TORRES: JAMES JUST CAN ANSWER. THAT
11 WOULD SAVE SOME TIME.

12 MR. HARRISON: ART, THERE ARE PROVISIONS
13 UNDER THE BOARD CODE OF CONDUCT THAT PROHIBIT THE
14 MEMBERS FROM DISCLOSING CONFIDENTIAL INFORMATION.
15 SO THAT WOULD BE A BASIS FOR THE BOARD TO SANCTION A
16 MEMBER.

17 MR. JUELSGAARD: IN THIS DOCUMENT, JAMES,
18 THERE'S THAT LANGUAGE?

19 MR. HARRISON: YES. STEVE, IT SAYS
20 MEMBERS ARE RESPONSIBLE FOR PROTECTING THE SECURITY
21 OF ANY CONFIDENTIAL INFORMATION PROVIDED TO THEM AS
22 MEMBERS OF THE BOARD. AND THE PROVISION THAT'S
23 HIGHLIGHTED BELOW --

24 MR. JUELSGAARD: I SEE THAT. GOT IT.

25 MR. TORRES: AGAIN, JAMES, IT GOES BACK TO

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1 MY QUESTION WHETHER WE ARE COVERING THAT CONDUCT
2 UNDER THESE PROVISIONS THAT WE WERE FACED WITH
3 EARLIER.

4 MR. HARRISON: YES, I BELIEVE IT WOULD BE
5 COVERED.

6 MR. TORRES: WHERE?

7 MR. HARRISON: WELL, I THINK THE PROVISION
8 REGARDING CONFIDENTIALITY AND THE PROVISIONS
9 REGARDING HARASSMENT, DISCRIMINATION, OR RETALIATION
10 COULD ALL COME INTO PLAY. THE CODE OF CONDUCT
11 OBVIOUSLY SETS FORTH THE BOARD'S EXPECTATION FOR THE
12 MANNER IN WHICH MEMBERS COMPORT THEMSELVES. AND IF
13 A MEMBER FAILS TO COMPORT HIMSELF OR HERSELF
14 ACCORDING TO THE CODE OF CONDUCT, THEN WITH THIS
15 CHANGE THE BOARD WOULD HAVE THE POWER TO IMPOSE
16 WHATEVER LEVEL OF SANCTION IT FELT APPROPRIATE.

17 MR. TORRES: WHEREVER THIS CONDUCT MAY
18 HAVE TAKEN PLACE?

19 MR. HARRISON: CORRECT.

20 MR. TORRES: THANK YOU.

21 CHAIRPERSON GASSON: ARE THERE ANY OTHER
22 QUESTIONS OR COMMENTS ON THE CODE OF CONDUCT OR THE
23 CHANGES TO THE CODE OF CONDUCT? IF NOT, I REQUEST A
24 MOTION TO APPROVE THE AMENDMENTS IN FRONT OF US ON
25 THE CODE OF CONDUCT.

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1 MR. TORRES: SO MOVED.
2 CHAIRPERSON GASSON: THANK YOU.
3 MR. JUELSGAARD: SECOND.
4 CHAIRPERSON GASSON: THANK YOU VERY MUCH.
5 MARIA, WOULD YOU CALL THE ROLL PLEASE.
6 MS. BONNEVILLE: DAN BERNAL.
7 MR. BERNAL: AYE.
8 MS. BONNEVILLE: GEORGE BLUMENTHAL.
9 DR. BLUMENTHAL: YES.
10 MS. BONNEVILLE: LINDA BOXER.
11 DR. BOXER: YES.
12 MS. BONNEVILLE: JIM KOVACH.
13 DR. KOVACH: YES.
14 MS. BONNEVILLE: JUDY GASSON.
15 CHAIRPERSON GASSON: YES.
16 MS. BONNEVILLE: STEVE JUELSGAARD.
17 MR. JUELSGAARD: YES.
18 MS. BONNEVILLE: LINDA MALKAS.
19 DR. MALKAS: YES.
20 MS. BONNEVILLE: JONATHAN THOMAS.
21 CHAIRMAN THOMAS: YES.
22 MS. BONNEVILLE: ART TORRES.
23 MR. TORRES: AYE.
24 MS. BONNEVILLE: KRISTINA VUORI.
25 DR. VUORI: YES.

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1 MS. BONNEVILLE: THANK YOU. THE MOTION
2 CARRIES.

3 CHAIRPERSON GASSON: THANK YOU VERY MUCH.
4 I WANT TO THANK MY CO-CHAIR, KRISTINA, MARIA
5 BONNEVILLE, JAMES, EVERYBODY THAT WORKED ON UPDATING
6 THESE DOCUMENTS. IT'S GOING TO BE A BUSY AND
7 EXCITING YEAR FOR THIS COMMITTEE. AND I WANT TO
8 THANK YOU ALL FOR AGREEING TO PARTICIPATE AS WE MOVE
9 FORWARD.

10 BEFORE WE ADJOURN THE MEETING, ARE THERE
11 ANY OTHER QUESTIONS, COMMENTS, OR CONCERNS THAT
12 ANYONE WANTS TO BRING UP? I GUESS THERE WAS NEVER
13 ANY MEMBERS OF THE PUBLIC, MARIA?

14 MS. BONNEVILLE: THERE WERE NOT.

15 MR. TORRES: DR. MALKAS HAS JOINED US.

16 CHAIRPERSON GASSON: IF NOT, THANK YOU ALL
17 VERY MUCH FOR YOUR WORK ON THE COMMITTEE, FOR
18 PARTICIPATING TODAY, AND WE'RE GOING TO GIVE YOU
19 BACK AN HOUR OF YOUR LIFE.

20 CHAIRMAN THOMAS: EXCELLENT MEETING AND GO
21 BLUE.

22 (THE MEETING WAS THEN CONCLUDED AT 3:29 P.M.)
23
24
25

REPORTER'S CERTIFICATE

I, BETH C. DRAIN, A CERTIFIED SHORTHAND REPORTER IN AND FOR THE STATE OF CALIFORNIA, HEREBY CERTIFY THAT THE FOREGOING TRANSCRIPT OF THE REMOTE PROCEEDINGS BEFORE THE GOVERNANCE SUBCOMMITTEE OF THE INDEPENDENT CITIZEN'S OVERSIGHT COMMITTEE OF THE CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE IN THE MATTER OF ITS REGULAR MEETING HELD ON OCTOBER 6, 2021, WAS HELD AS HEREIN APPEARS AND THAT THIS IS THE ORIGINAL TRANSCRIPT THEREOF AND THAT THE STATEMENTS THAT APPEAR IN THIS TRANSCRIPT WERE REPORTED STENOGRAPHICALLY BY ME AND TRANSCRIBED BY ME. I ALSO CERTIFY THAT THIS TRANSCRIPT IS A TRUE AND ACCURATE RECORD OF THE PROCEEDING.

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